

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 17634-S FILED

December 30, 2002

JAN 06 '03

2:16 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) fully executed and acknowledged originals and two (2) photocopies of a Termination of Lease Schedules effective December 16, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Fifteenth Amendment to Master Lease Agreement dated as of March 14, 1991, which was duly filed and recorded on April 7, 1998 and assigned Recordation Number 17634-P.

The names and addresses of the parties to the enclosed document are:

Lessor:	Greenbrier Railcar, Inc. One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Lessee:	Union Pacific Railroad Company as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company 1416 Dodge Street Omaha, Nebraska 68179

Mr. Vernon A. Williams
December 30, 2002
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The railroad equipment covered by the enclosed document includes 12 Lease Schedules and 724 railcars described as follows:

SCHEDULE NO. 7B

Fifty-five (55) 70-ton bulkhead flatcars marked and numbered GVSR 443030 through GVSR 461042, not inclusive, more completely set forth on Exhibit A (for Schedule No. 7B, only) to the Termination of Lease Schedules.

SCHEDULE NO. 8B

Forty-eight (48) covered hopper railcars marked and numbered GVSR 520035 through GVSR 530110, not inclusive, more completely set forth on Exhibit A (for Schedule No. 8B, only) to the Termination of Lease Schedules.

SCHEDULE NO. 9B

Forty-six (46) open top hopper railcars marked and numbered GVSR 629069 through GVSR 637014, not inclusive, more completely set forth on Exhibit A (for Schedule No. 9B, only) to the Termination of Lease Schedules.

SCHEDULE NOS. 13B, 13C AND 13D

One hundred twenty-six (126) 40-foot, 100-ton copper boxcars marked and numbered GVSR 132039 through GVSR 091, not inclusive, more completely set forth on Exhibit A (for Schedule Nos. 13B, 13C and 13D, only) to the Termination of Lease Schedules.

SCHEDULES NOS. 16A, 16B, 16C, 16D, 16E AND 16F

Four hundred forty-nine (449) 100-ton high cube boxcars marked and numbered VCY 142500 through VCY 181228, not inclusive, more completely set forth on Exhibit A (for Schedule Nos. 16A, 16B, 16C, 16D, 16E and 16F, only) to the Termination of Lease Schedules.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
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A short summary of the enclosed secondary document to appear in the Board's Index is:

Termination of Lease Schedules effective December 16, 2002 for 12 Lease Schedules covering 724 railcars dated between November 4, 1991 and June 2, 1992, between Greenbrier Railcar, Inc. as Lessor and Union Pacific Railroad Company, as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company as Lessee.

Kindly return two stamped originals and two stamped copies of the Termination of Lease Schedules to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Johnston
Assistant to the Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 17634-S FILED

JUN 06 '03

2:16 PM

TERMINATION OF LEASE SCHEDULES

SURFACE TRANSPORTATION BOARD

This Termination of Lease Schedules effective December 16, 2002 terminates the Lease Schedules listed on Schedule A attached hereto, among Greenbrier Railcar, Inc., ("Lessor") and Union Pacific Railroad Company, as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company ("Lessee"), which were recorded with the Surface Transportation Board on April 7, 1998 under Recordation Number 17634-P.

Only those Lease Schedules attached to this termination statement are terminated. All other Lease Schedules shall remain in full force and effect.

This Termination shall not impair or terminate the rights and obligations of the parties under the Equipment Leases, which expressly survive its termination.

GREENBRIER RAILCAR, INC., Lessor

By: Norris M. Webb

Title: Vice President

STATE OF OREGON)
) ss.
County of Clackamas)

On this 27th day of December, 2002, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston
Notary Public for Oregon
My commission expires: 5/28/2006



SCHEDULE A

Those Lease Schedules between Greenbrier Railcar, Inc., as Lessor and Union Pacific Railroad Company, as successor by merger with Southern Pacific Transportation Company and St. Louis Southwestern Railway Company (collectively "Lessee"), as described below.

Lease Schedules

Schedule No. 7B dated as of November 4, 1991 between Lessor and Lessee to Master Lease Agreement dated as of March 14, 1991 between Lessor and Lessee (the "Lease") covering 55 70-ton bulkhead flatcars.

Schedule No. 8B dated as of November 5, 1991 between Lessor and Lessee to the Lease covering 48 covered hopper railcars.

Schedule No. 9B dated as of November 12, 1991 between Lessor and Lessee to the Lease covering 46 open top hopper railcars.

Schedule Nos. 13B, 13C and 13D dated as of September 4, 1992 between Lessor and Lessee to the Lease covering 126 100-ton copper boxcars.

Schedule Nos. 16A, 16B, 16C, 16D, 16E and 16F dated as of June 2, 1992 between Lessor and Lessee to the Lease covering 449 100-ton hi-cube boxcars.

Railcars

(See Exhibit A attached - pages 1 through 7)

EXHIBIT A (for Schedule No. 7B only)

Schedule No. 7B: The total for Schedule No. 7B is fifty-five (55) bulkhead flatcars bearing the following marks and numbers:

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
Cars Subject to 7B (55 cars):					
SP 508486	GVSR 461038	SP 509112	GVSR 443044	SP 509456	GVSR 450034
SP 508509	GVSR 461026	SP 509113	GVSR 443034	SP 509494	GVSR 450050
SP 508528	GVSR 461024	SP 509143	GVSR 443038	SP 509530	GVSR 450040
SP 508554	GVSR 461016	SP 509172	GVSR 443030	SP 509553	GVSR 450036
SP 508624	GVSR 461030	SP 509184	GVSR 443046	SP 509568	GVSR 450058
SP 508689	GVSR 461020	SP 509209	GVSR 443036	SP 509598	GVSR 459012
SP 508707	GVSR 461036	SP 509342	GVSR 450042	SP 509617	GVSR 459014
SP 508722	GVSR 461042	SP 509362	GVSR 450054	SP 509618	GVSR 459030
SP 508723	GVSR 461040	SP 509372	GVSR 450056	SP 509621	GVSR 459032
SP 508761	GVSR 461032	SP 509378	GVSR 450038	SP 509631	GVSR 459024
SP 508779	GVSR 461018	SP 509389	GVSR 450052	SP 509639	GVSR 459022
SP 508821	GVSR 461014	SP 509402	GVSR 450046	SP 509657	GVSR 459016
SP 508825	GVSR 461034	SP 509405	GVSR 450062	SP 509665	GVSR 459026
SP 508836	GVSR 461028	SP 509418	GVSR 450064	SP 509675	GVSR 459034
SP 508898	GVSR 461022	SP 509423	GVSR 450048	SP 509678	GVSR 459018
SP 509045	GVSR 443032	SP 509427	GVSR 450060	SP 509683	GVSR 459028
SP 509051	GVSR 443048	SP 509440	GVSR 450066	SP 509694	GVSR 459020
SP 509052	GVSR 443042	SP 509445	GVSR 450044		
SP 509068	GVSR 443040	SP 509447	GVSR 450068		

EXHIBIT A (for Schedule No. 8B only)

Schedule No. 8B: The total for Schedule No. 8B is forty-eight (48) covered hopper cars bearing the following marks and numbers:

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
Cars Subject to 8B (48 cars):					
SSW 073514	GVSR 527051	SSW 074496	GVSR 528047	SSW 077596	GVSR 524126
SSW 073517	GVSR 527048	SSW 074574	GVSR 530110	SSW 077712	GVSR 520035
SSW 073536	GVSR 527047	SSW 076202	GVSR 525061	SSW 079601	GVSR 525060
SSW 073598	GVSR 527049	SSW 076217	GVSR 525064	SSW 079641	GVSR 525065
SSW 073796	GVSR 527050	SSW 076242	GVSR 525068	SSW 079655	GVSR 525048
SSW 073941	GVSR 527052	SSW 076258	GVSR 525053	SSW 079666	GVSR 525067
SSW 074117	GVSR 528046	SSW 076265	GVSR 525059	SSW 079670	GVSR 525051
SSW 074237	GVSR 528052	SSW 077278	GVSR 524127	SSW 079691	GVSR 525066
SSW 074256	GVSR 528050	SSW 077322	GVSR 524118	SSW 079694	GVSR 525037
SSW 074270	GVSR 528043	SSW 077394	GVSR 524115	SSW 079695	GVSR 525030
SSW 074307	GVSR 528040	SSW 077421	GVSR 524116	SSW 079901	GVSR 525056
SSW 074327	GVSR 528044	SSW 077425	GVSR 524120	SSW 079908	GVSR 525058
SSW 074345	GVSR 528049	SSW 077447	GVSR 524119	SSW 079913	GVSR 525063
SSW 074363	GVSR 528039	SSW 077467	GVSR 524114	SSW 079938	GVSR 525054
SSW 074368	GVSR 528041	SSW 077504	GVSR 524124	SSW 079963	GVSR 525052
SSW 074409	GVSR 528045	SSW 077511	GVSR 524117	SSW 079978	GVSR 525062

EXHIBIT A (for Schedule No. 9B only)

Schedule No. 9B: The total for Schedule No. 9B is forty-six (46) open top hopper cars bearing the following marks and numbers:

Cars Subject to 9B (46 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 465073	GVSR 629069	SP 466125	GVSR 636013	SP 466604	GVSR 637011
SP 465174	GVSR 629091	SP 466158	GVSR 636014	SP 466615	GVSR 637007
SP 465210	GVSR 629099	SP 466175	GVSR 636022	SP 466642	GVSR 637000
SP 465341	GVSR 629100	SP 466187	GVSR 636024	SP 466654	GVSR 637001
SP 465758	GVSR 632066	SP 466211	GVSR 636003	SP 466683	GVSR 637010
SP 465775	GVSR 632065	SP 466318	GVSR 636004	SP 466693	GVSR 637013
SP 465823	GVSR 632063	SP 466321	GVSR 636009	SP 466703	GVSR 637006
SP 465853	GVSR 632067	SP 466337	GVSR 636016	SP 466723	GVSR 637009
SP 465865	GVSR 632068	SP 466416	GVSR 636017	SP 466749	GVSR 637002
SP 465884	GVSR 632069	SP 466427	GVSR 636011	SP 466830	GVSR 637008
SP 465896	GVSR 632070	SP 466457	GVSR 636021	SP 466852	GVSR 637012
SP 465953	GVSR 632064	SP 466470	GVSR 636018	SP 466859	GVSR 637014
SP 466059	GVSR 636005	SP 466480	GVSR 636007	SP 466863	GVSR 637003
SP 466079	GVSR 636023	SP 466493	GVSR 636006	SP 466907	GVSR 637005
SP 466091	GVSR 636019	SP 466515	GVSR 636020		
SP 466120	GVSR 636015	SP 466591	GVSR 637004		

EXHIBIT A (for Schedule Nos. 13B, 13C and 13D only)

Schedule Nos. 13B, 13C & 13D: The combined total for Schedule Nos. 13B, 13C & 13D is one hundred twenty-six (126) 40 foot, 100-ton copper boxcars bearing the following marks and numbers:

Cars Subject to 13B (74 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 605003	GVSR 132089	SP 605164	GVSR 132070	SP 605316	GVSR 134052	SP 605441	GVSR 134054
SP 605008	GVSR 132060	SP 605168	GVSR 132076	SP 605320	GVSR 134034	SP 605451	GVSR 134045
SP 605012	GVSR 132085	SP 605174	GVSR 132074	SP 605321	GVSR 134027	SP 605455	GVSR 134039
SP 605026	GVSR 132069	SP 605182	GVSR 132039	SP 605324	GVSR 134059	SP 605458	GVSR 134026
SP 605027	GVSR 132057	SP 605184	GVSR 132051	SP 605328	GVSR 134067	SP 605465	GVSR 134043
SP 605033	GVSR 132045	SP 605193	GVSR 132073	SP 605331	GVSR 134062	SP 605466	GVSR 134053
SP 605040	GVSR 132048	SP 605205	GVSR 132067	SP 605332	GVSR 134066	SP 605468	GVSR 134041
SP 605052	GVSR 132059	SP 605210	GVSR 132063	SP 605335	GVSR 134050	SP 605479	GVSR 134042
SP 605077	GVSR 132072	SP 605218	GVSR 132058	SP 605338	GVSR 134060	SP 605482	GVSR 134040
SP 605080	GVSR 132071	SP 605224	GVSR 132075	SP 605339	GVSR 134049	SP 605499	GVSR 134031
SP 605086	GVSR 132083	SP 605246	GVSR 132055	SP 605352	GVSR 134044	SP 605507	GVSR 134063
SP 605094	GVSR 132079	SP 605251	GVSR 132064	SP 605368	GVSR 134035	SP 605509	GVSR 134030
SP 605095	GVSR 132066	SP 605269	GVSR 132078	SP 605370	GVSR 134061	SP 605514	GVSR 134022
SP 605105	GVSR 132065	SP 605274	GVSR 132062	SP 605385	GVSR 134036	SP 605516	GVSR 134032
SP 605110	GVSR 132061	SP 605278	GVSR 132040	SP 605399	GVSR 134055	SP 605521	GVSR 134046
SP 605115	GVSR 132068	SP 605286	GVSR 132042	SP 605403	GVSR 134051	SP 605531	GVSR 134033
SP 605125	GVSR 132087	SP 605302	GVSR 134056	SP 605410	GVSR 134058	SP 605542	GVSR 134048
SP 605127	GVSR 132077	SP 605303	GVSR 134057	SP 605411	GVSR 134047	SP 605546	GVSR 134025
SP 605142	GVSR 132084						
SP 605152	GVSR 132086						

Cars Subject to 13C (30 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 605016	GVSR 132113	SP 605156	GVSR 132110	SP 605305	GVSR 134068
SP 605050	GVSR 132112	SP 605160	GVSR 132093	SP 605307	GVSR 134070
SP 605054	GVSR 132108	SP 605171	GVSR 132101	SP 605309	GVSR 134069
SP 605072	GVSR 132104	SP 605199	GVSR 132115	SP 605330	GVSR 134072
SP 605092	GVSR 132126	SP 605209	GVSR 132118	SP 605362	GVSR 134078
SP 605093	GVSR 132107	SP 605215	GVSR 132100	SP 605365	GVSR 134091
SP 605100	GVSR 132102	SP 605222	GVSR 132099	SP 605400	GVSR 134071
SP 605113	GVSR 132116	SP 605239	GVSR 132117	SP 605407	GVSR 134076
SP 605122	GVSR 132106	SP 605259	GVSR 132114	SP 605422	GVSR 134079
SP 605144	GVSR 132097	SP 605275	GVSR 132092	SP 605452	GVSR 134073

Cars Subject to 13D (22 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 605036	GVSR 132090	SP 605197	GVSR 132081	SP 605406	GVSR 134065
SP 605051	GVSR 132091	SP 605237	GVSR 132121	SP 605432	GVSR 134090
SP 605057	GVSR 132095	SP 605268	GVSR 132094	SP 605436	GVSR 134082
SP 605059	GVSR 132080	SP 605276	GVSR 132120	SP 605437	GVSR 134086
SP 605101	GVSR 132088	SP 605289	GVSR 132124	SP 605472	GVSR 134077
SP 605116	GVSR 132125	SP 605311	GVSR 134064	SP 605485	GVSR 134089
SP 605155	GVSR 132098	SP 605405	GVSR 134081	SP 605494	GVSR 134084
SP 605180	GVSR 132082				

EXHIBIT A (for Schedule Nos. 16A, 16B, 16C, 16D, 16E and 16F only)

Schedule Nos. 16A, 16B, 16C, 16D, 16E & 16F: The combined total for Schedule Nos. 16A, 16B, 16C, 16D, 16E & 16F is four hundred forty nine (449) 100-ton high cube boxcars bearing the following marks and numbers:

Cars Subject to 16A (81 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 228502	VCY 172330	SP 228699	VCY 172426	SP 228830	VCY 172382	SP 228893	VCY 172322
SP 228524	VCY 172334	SP 228706	VCY 172317	SP 228831	VCY 172413	SP 228907	VCY 172351
SP 228536	VCY 172333	SP 228709	VCY 172395	SP 228835	VCY 172319	SP 228910	VCY 172323
SP 228573	VCY 172363	SP 228710	VCY 172387	SP 228841	VCY 172397	SP 228918	VCY 172375
SP 228574	VCY 172325	SP 228713	VCY 172310	SP 228846	VCY 172328	SP 228930	VCY 172417
SP 228600	VCY 172356	SP 228718	VCY 172305	SP 228847	VCY 172424	SP 228940	VCY 172347
SP 228608	VCY 172302	SP 228727	VCY 172335	SP 228851	VCY 172324	SP 228941	VCY 172369
SP 228613	VCY 172337	SP 228735	VCY 172306	SP 228853	VCY 172366	SP 228944	VCY 172370
SP 228615	VCY 172301	SP 228746	VCY 172374	SP 228855	VCY 172336	SP 228945	VCY 172300
SP 228633	VCY 172303	SP 228752	VCY 172378	SP 228858	VCY 172398	SP 228948	VCY 172352
SP 228635	VCY 172372	SP 228756	VCY 172321	SP 228859	VCY 172377	SP 228949	VCY 172332
SP 228639	VCY 172326	SP 228761	VCY 172368	SP 228869	VCY 172362	SP 228957	VCY 172365
SP 228643	VCY 172329	SP 228773	VCY 172388	SP 228872	VCY 172315	SP 228959	VCY 172355
SP 228653	VCY 172316	SP 228786	VCY 172359	SP 228873	VCY 172313	SP 228961	VCY 172411
SP 228668	VCY 172371	SP 228790	VCY 172394	SP 228879	VCY 172414	SP 228963	VCY 172353
SP 228674	VCY 172304	SP 228792	VCY 172361	SP 228881	VCY 172354	SP 228967	VCY 172376
SP 228676	VCY 172341	SP 228795	VCY 172320	SP 228885	VCY 172314	SP 228980	VCY 172401
SP 228683	VCY 172307	SP 228799	VCY 172364	SP 228888	VCY 172327	SP 228982	VCY 172360
SP 228692	VCY 172358	SP 228801	VCY 172373	SP 228890	VCY 172309	SP 228988	VCY 172318
SP 228693	VCY 172340	SP 228802	VCY 172331	SP 228891	VCY 172308	SP 228989	VCY 172357
SP 228694	VCY 172350						

Cars Subject to 16B (62 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SSW 061396	VCY 142582	SSW 067988	VCY 181141	SSW 067800	VCY 181105	SSW 067890	VCY 181210
SSW 067862	VCY 181178	SSW 067776	VCY 181177	SSW 067940	VCY 181103	SSW 067893	VCY 181214
SSW 067913	VCY 181184	SSW 067798	VCY 181167	SSW 067975	VCY 181104	SSW 067993	VCY 181221
SSW 067821	VCY 181181	SSW 067811	VCY 181183	SSW 067817	VCY 181128	SSW 067760	VCY 181000
SSW 067832	VCY 181130	SSW 067903	VCY 181164	SSW 067887	VCY 181125	SSW 067791	VCY 181174
SSW 067824	VCY 181208	SSW 067922	VCY 181155	SSW 067775	VCY 181131	SSW 067851	VCY 181140
SSW 067751	VCY 181198	SSW 067930	VCY 181176	SSW 067812	VCY 181186	SSW 067899	VCY 181124
SSW 067963	VCY 181171	SSW 067757	VCY 181163	SSW 067891	VCY 181147	SSW 067781	VCY 181187
SSW 067964	VCY 181144	SSW 067768	VCY 181185	SSW 067967	VCY 181212	SSW 067852	VCY 181204
SSW 067805	VCY 181165	SSW 067937	VCY 181197	SSW 067860	VCY 181158	SSW 067865	VCY 181139
SSW 067869	VCY 181170	SSW 067959	VCY 181215	SSW 067908	VCY 181172	SSW 067951	VCY 181092
SSW 067876	VCY 181159	SSW 067752	VCY 181152	SSW 067839	VCY 181166	SSW 067958	VCY 181109
SSW 067894	VCY 181182	SSW 067837	VCY 181156	SSW 067897	VCY 181168	SSW 067968	VCY 181143
SSW 067904	VCY 181146	SSW 067882	VCY 181162	SSW 067983	VCY 181154	SSW 067972	VCY 181180
SSW 067969	VCY 181188	SSW 067954	VCY 181175	SSW 067936	VCY 181217		
SSW 067855	VCY 181169	SSW 067787	VCY 181138	SSW 067829	VCY 181196		

EXHIBIT A (for Schedule Nos. 16A, 16B, 16C, 16D, 16E and 16F only)

Schedule Nos. 16A, 16B, 16C, 16D, 16E & 16F: The combined total for Schedule Nos. 16A, 16B, 16C, 16D, 16E & 16F is four hundred forty nine (449) 100-ton high cube boxcars bearing the following marks and numbers:

Cars Subject to 16C (60 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 227718	VCY 143005	SP 228579	VCY 172389	SP 228682	VCY 172339	SP 228909	VCY 172427
SP 227742	VCY 143001	SP 228586	VCY 172380	SP 228687	VCY 172423	SP 228911	VCY 172421
SP 227785	VCY 143004	SP 228587	VCY 172346	SP 228698	VCY 172396	SP 228937	VCY 172390
SP 227914	VCY 143015	SP 228595	VCY 172348	SP 228702	VCY 172431	SP 228943	VCY 172403
SP 228016	VCY 143007	SP 228605	VCY 172432	SP 228726	VCY 172338	SP 228950	VCY 172405
SP 228029	VCY 143002	SP 228614	VCY 172367	SP 228729	VCY 172386	SP 228953	VCY 172400
SP 228104	VCY 143003	SP 228618	VCY 172420	SP 228740	VCY 172349	SP 228983	VCY 172415
SP 228173	VCY 143018	SP 228619	VCY 172428	SP 228791	VCY 172391	SSW 061204	VCY 142505
SP 228501	VCY 172384	SP 228622	VCY 172381	SP 228811	VCY 172425	SSW 061303	VCY 142506
SP 228553	VCY 172412	SP 228645	VCY 172342	SP 228812	VCY 172406	SSW 061340	VCY 142501
SP 228557	VCY 172409	SP 228650	VCY 172429	SP 228865	VCY 172393	SSW 061472	VCY 142504
SP 228561	VCY 172345	SP 228657	VCY 172385	SP 228883	VCY 172343	SSW 061483	VCY 142502
SP 228563	VCY 172407	SP 228666	VCY 172399	SP 228884	VCY 172430	SSW 061533	VCY 142503
SP 228565	VCY 172379	SP 228671	VCY 172416	SP 228895	VCY 172392	SSW 061583	VCY 142512
SP 228569	VCY 172383	SP 228673	VCY 172418	SP 228904	VCY 172404	SSW 061640	VCY 142500

Cars Subject to 16D (76 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 227701	VCY 143014	SP 228508	VCY 172419	SSW 061335	VCY 142545	SSW 061546	VCY 142521
SP 227802	VCY 143024	SP 228509	VCY 172312	SSW 061337	VCY 142517	SSW 061553	VCY 142537
SP 227821	VCY 143012	SP 228515	VCY 172422	SSW 061365	VCY 142525	SSW 061579	VCY 142519
SP 227835	VCY 143010	SP 228525	VCY 172402	SSW 061368	VCY 142526	SSW 061586	VCY 142522
SP 227854	VCY 143009	SP 228534	VCY 172410	SSW 061381	VCY 142535	SSW 061599	VCY 142520
SP 227904	VCY 143025	SP 228538	VCY 172344	SSW 061392	VCY 142530	SSW 061610	VCY 142507
SP 227924	VCY 143017	SP 228542	VCY 172408	SSW 061400	VCY 142539	SSW 061612	VCY 142543
SP 227957	VCY 143023	SP 228548	VCY 172311	SSW 061406	VCY 142531	SSW 061627	VCY 142508
SP 228018	VCY 143022	SP 228965	VCY 172433	SSW 061407	VCY 142513	SSW 061636	VCY 142544
SP 228068	VCY 143020	SSW 061161	VCY 142538	SSW 061419	VCY 142533	SSW 067754	VCY 181004
SP 228092	VCY 143019	SSW 061168	VCY 142523	SSW 061435	VCY 142541	SSW 067770	VCY 181021
SP 228101	VCY 143006	SSW 061213	VCY 142528	SSW 061486	VCY 142546	SSW 067771	VCY 181189
SP 228122	VCY 143000	SSW 061251	VCY 142509	SSW 061520	VCY 142536	SSW 067779	VCY 181023
SP 228132	VCY 143011	SSW 061264	VCY 142529	SSW 061521	VCY 142542	SSW 067780	VCY 181026
SP 228138	VCY 143026	SSW 061265	VCY 142514	SSW 061523	VCY 142518	SSW 067843	VCY 181190
SP 228185	VCY 143013	SSW 061279	VCY 142540	SSW 061526	VCY 142524	SSW 067861	VCY 181192
SP 228189	VCY 143016	SSW 061305	VCY 142511	SSW 061527	VCY 142516	SSW 067895	VCY 181201
SP 228190	VCY 143021	SSW 061309	VCY 142532	SSW 061531	VCY 142510	SSW 067925	VCY 181024
SP 228191	VCY 143008	SSW 061332	VCY 142515	SSW 061539	VCY 142527	SSW 067995	VCY 181059

EXHIBIT A (for Schedule Nos. 16A, 16B, 16C, 16D, 16E and 16F only)

Schedule Nos. 16A, 16B, 16C, 16D, 16E & 16F: The combined total for Schedule Nos. 16A, 16B, 16C, 16D, 16E & 16F is four hundred forty nine (449) 100-ton high cube boxcars bearing the following marks and numbers:

Cars Subject to 16E (108 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 228098	VCY 143047	SSW 067801	VCY 181016	SSW 067871	VCY 181061	SSW 067943	VCY 181065
SSW 061322	VCY 142588	SSW 067802	VCY 181081	SSW 067875	VCY 181094	SSW 067944	VCY 181079
SSW 067750	VCY 181015	SSW 067804	VCY 181195	SSW 067877	VCY 181066	SSW 067946	VCY 181211
SSW 067755	VCY 181045	SSW 067810	VCY 181030	SSW 067880	VCY 181048	SSW 067947	VCY 181036
SSW 067756	VCY 181003	SSW 067813	VCY 181076	SSW 067881	VCY 181008	SSW 067948	VCY 181095
SSW 067758	VCY 181099	SSW 067814	VCY 181078	SSW 067885	VCY 181049	SSW 067949	VCY 181083
SSW 067759	VCY 181043	SSW 067815	VCY 181034	SSW 067888	VCY 181224	SSW 067950	VCY 181080
SSW 067762	VCY 181050	SSW 067816	VCY 181046	SSW 067892	VCY 181091	SSW 067952	VCY 181088
SSW 067763	VCY 181010	SSW 067822	VCY 181098	SSW 067896	VCY 181040	SSW 067953	VCY 181013
SSW 067764	VCY 181075	SSW 067823	VCY 181054	SSW 067898	VCY 181058	SSW 067956	VCY 181227
SSW 067765	VCY 181223	SSW 067828	VCY 181020	SSW 067907	VCY 181071	SSW 067957	VCY 181097
SSW 067766	VCY 181220	SSW 067830	VCY 181029	SSW 067911	VCY 181087	SSW 067961	VCY 181085
SSW 067767	VCY 181035	SSW 067835	VCY 181014	SSW 067914	VCY 181228	SSW 067965	VCY 181082
SSW 067772	VCY 181037	SSW 067840	VCY 181070	SSW 067915	VCY 181053	SSW 067970	VCY 181089
SSW 067773	VCY 181086	SSW 067844	VCY 181038	SSW 067916	VCY 181074	SSW 067973	VCY 181019
SSW 067774	VCY 181060	SSW 067847	VCY 181051	SSW 067919	VCY 181028	SSW 067974	VCY 181002
SSW 067778	VCY 181027	SSW 067848	VCY 181033	SSW 067923	VCY 181009	SSW 067976	VCY 181011
SSW 067782	VCY 181055	SSW 067849	VCY 181044	SSW 067926	VCY 181047	SSW 067977	VCY 181069
SSW 067786	VCY 181052	SSW 067853	VCY 181203	SSW 067927	VCY 181031	SSW 067982	VCY 181084
SSW 067788	VCY 181068	SSW 067854	VCY 181032	SSW 067928	VCY 181064	SSW 067985	VCY 181056
SSW 067789	VCY 181225	SSW 067856	VCY 181025	SSW 067931	VCY 181039	SSW 067986	VCY 181067
SSW 067792	VCY 181063	SSW 067857	VCY 181006	SSW 067932	VCY 181072	SSW 067990	VCY 181077
SSW 067793	VCY 181022	SSW 067858	VCY 181191	SSW 067933	VCY 181216	SSW 067992	VCY 181218
SSW 067794	VCY 181062	SSW 067859	VCY 181093	SSW 067934	VCY 181202	SSW 067996	VCY 181096
SSW 067796	VCY 181001	SSW 067864	VCY 181005	SSW 067938	VCY 181205	SSW 067997	VCY 181173
SSW 067797	VCY 181073	SSW 067866	VCY 181012	SSW 067941	VCY 181042	SSW 067998	VCY 181017
SSW 067799	VCY 181041	SSW 067867	VCY 181057	SSW 067942	VCY 181090	SSW 067999	VCY 181018

Cars Subject to 16F (62 cars):

OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER	OLD CAR NUMBER	FINAL CAR NUMBER
SP 227780	VCY 143035	SSW 067795	VCY 181127	SSW 067872	VCY 181110	SSW 067921	VCY 181121
SP 227827	VCY 143038	SSW 067806	VCY 181112	SSW 067873	VCY 181100	SSW 067924	VCY 181136
SP 227874	VCY 143028	SSW 067807	VCY 181113	SSW 067874	VCY 181148	SSW 067929	VCY 181137
SP 228054	VCY 143029	SSW 067809	VCY 181160	SSW 067878	VCY 181161	SSW 067935	VCY 181150
SP 228070	VCY 143037	SSW 067818	VCY 181132	SSW 067879	VCY 181145	SSW 067955	VCY 181194
SP 228146	VCY 143030	SSW 067819	VCY 181151	SSW 067883	VCY 181126	SSW 067962	VCY 181102
SSW 061164	VCY 142586	SSW 067820	VCY 181122	SSW 067884	VCY 181106	SSW 067971	VCY 181209
SSW 061409	VCY 142553	SSW 067825	VCY 181007	SSW 067889	VCY 181120	SSW 067978	VCY 181107
SSW 061420	VCY 142583	SSW 067826	VCY 181115	SSW 067900	VCY 181111	SSW 067980	VCY 181193
SSW 061647	VCY 142587	SSW 067831	VCY 181149	SSW 067902	VCY 181133	SSW 067981	VCY 181206
SSW 067753	VCY 181135	SSW 067833	VCY 181219	SSW 067909	VCY 181123	SSW 067984	VCY 181108
SSW 067761	VCY 181200	SSW 067834	VCY 181116	SSW 067912	VCY 181142	SSW 067987	VCY 181199
SSW 067769	VCY 181226	SSW 067836	VCY 181129	SSW 067917	VCY 181118	SSW 067989	VCY 181213
SSW 067777	VCY 181153	SSW 067842	VCY 181134	SSW 067918	VCY 181119	SSW 067991	VCY 181207
SSW 067784	VCY 181101	SSW 067846	VCY 181179	SSW 067920	VCY 181117	SSW 067994	VCY 181114
SSW 067785	VCY 181157	SSW 067863	VCY 181222				